

EXHIBIT 2

Blackline

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC.,¹

Reorganized Debtor.

) Chapter 11

) Case No. 24-12480 (LSS)

) Re: Docket Nos. 1659, 1673, ~~1708~~, 1725, 1727, 1728,
) 1740, 1742, 1750 and 1751
)

**OMNIBUS ORDER APPROVING FINAL FEE APPLICATIONS OF
CERTAIN OF THE DEBTORS' PROFESSIONALS FOR THE FINAL FEE ~~PERIOD~~
PERIOD FROM NOVEMBER 3, 2024 THROUGH JUNE 2, 2025 FOR ALL DEBTORS
AND FROM JUNE 3, 2025 THROUGH JULY 1, 2025 FOR THE TOPCO DEBTOR**

Upon consideration of the final fee applications (each, a “Final Fee Application,” and collectively, the “Final Fee Applications”) of ~~the~~certain professionals (collectively, the “Professionals”), a list of which is attached hereto as **Exhibit A**, retained by the above-captioned reorganized debtor (the “Reorganized Debtor,” ~~and together with~~ its affiliated reorganized debtors (collectively with the Reorganized Debtor and before the effective date of the chapter 11 plan,² the “Debtors”) in these chapter 11 cases, for allowance of compensation and reimbursement of expenses on a final basis; and Direct Fee Review LLC (the “Fee Examiner”) having filed a final report (each, a “Fee Examiner’s Report,” and collectively, the “Fee Examiner’s Reports”) with respect to each Professional; and it appearing to this Court that

¹ The last four digits of Franchise Group, Inc.’s federal tax identification number are 1876. The mailing address for Franchise Group, Inc. is 2371 Liberty Way, Virginia Beach, Virginia 23456. The term “Reorganized Debtors” includes Franchise Group, Inc. and certain reorganized debtor affiliates, a complete list of which, including the last four digits of their federal tax identification numbers and addresses, may be obtained on the website of the Reorganized Debtors’ claims and noticing agent, at <https://cases.ra.kroll.com/FRG/>. All of the motions, contested matters, and adversary proceedings that remained open as of the closing of any of the Reorganized Debtors’ cases, or that are opened after the date thereof, are administered in the remaining chapter 11 case of Franchise Group, Inc., Case No. 24-12480 (LSS).

² On June 6, 2025, all of the Debtors with the exception of Freedom VCM Holdings, LLC (“TopCo”) emerged from the chapter 11 cases as Reorganized Debtors [Docket No. 1605]. TopCo emerged from the chapter 11 cases as a Reorganized Debtor on July 3, 2025 [Docket No. 1689].

all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as rule 2016 of the Federal Rules of Bankruptcy Procedure and rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the compensation earned and expenses incurred were reasonable and necessary; and that the notice of each Final Fee Application was appropriate; and the Fee Examiner having no objection to the relief requested herein, as certain of the Professionals have voluntarily reduced their fees or expenses or reached the agreements memorialized in the applicable Fee Examiner's Report; and after due deliberation and sufficient good cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Final Fee Applications are hereby APPROVED, on a final basis, with respect to the amounts set forth on **Exhibit A**, attached hereto.
2. The Professionals are granted final allowance of compensation in the amounts set forth on **Exhibit A**, attached hereto.
3. The Professionals are granted, on a final basis, reimbursement of reasonable and necessary expenses in the amounts set forth on **Exhibit A**, attached hereto.
4. The Reorganized Debtors are authorized and directed, as provided herein, to remit, or cause to be remitted, payment to the Professionals in the amounts set forth on **Exhibit A**, attached hereto, less any and all amounts previously paid on account of such fees and expenses.
5. This Order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorized fees and expenses of any other Professional.

6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

EXHIBIT A

Franchise Group, Inc., et al.
Case No. 24-12480 (LSS)
Summary of Final Fee Applications

Professional & Role	Final Compensation Period & Final Fee Application	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Expense Adjustments	Final Fees Approved (Inclusive of Reductions Requested by Fee Examiner)	Final Expenses Approved (Inclusive of Reductions Requested by Fee Examiner)
Kirkland & Ellis LLP and Kirkland & Ellis International LLP <i>Co-Counsel to the Debtors</i>	All Debtors: 2/14/25–6/2/25 D.I. 1751	All Debtors: \$29,587,461.50	All Debtors: \$88,139.50	All Debtors: \$179,553.54	All Debtors: \$9,419.08	All Debtors: \$29,398,728.25 ¹	All Debtors: \$170,134.46
	TopCo: 6/3/25-7/1/25 D.I. 1751	TopCo: \$106,344.50	TopCo: \$0.00	TopCo: \$10,117.75	TopCo: \$0.00	TopCo: \$106,344.50	TopCo: \$10,117.75
Young Conaway Stargatt & Taylor, LLP, <i>Co-Counsel to the Debtors</i>	All Debtors: 11/3/24–6/2/25 D.I. 1750	All Debtors: \$3,243,615.50	All Debtors: \$656.50	All Debtors: \$110,342.54	All Debtors: \$3,455.95	All Debtors: \$3,242,959.00	All Debtors: \$106,886.59
	TopCo: 6/3/25-7/1/25 D.I. 1750	TopCo: \$16,320.00	TopCo: \$0.00	TopCo: \$0.00	TopCo: \$0.00	TopCo: \$16,320.00	TopCo: \$0.00
Ernst & Young LLP, <i>Tax, Valuation, and Accounting Services to the Debtors</i>	11/3/24–6/2/25 D.I. 1740	\$1,723,067.00	\$1,050.00	\$0.00	\$0.00	\$1,722,017.00	\$0.00
Petrillo Klein + Boxer LLP, <i>Special Counsel to the Debtors</i>	11/3/24–6/2/25 D.I. 1725	\$2,106,582.50	\$15,228.00	\$1,204,780.50	\$0.00	\$2,091,354.50	\$1,204,780.50

¹ As requested by the Office of the United States Trustee for the District of Delaware, this amount also reflects an agreed reduction of fees in the amount of \$100,593.75.

Professional & Role in Case	Final Compensation Period & Final Fee Application	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Expense Adjustments	Final Fees Approved (Inclusive of Reductions Requested by Fee Examiner)	Final Expenses Approved (Inclusive of Reductions Requested by Fee Examiner)
Kroll Restructuring Administration LLC, <i>Administrative Advisor to the Debtors</i>	11/3/24–6/2/25 D.I. 1742	\$204,731.60	\$0.00	\$0.00	\$0.00	\$204,731.60	\$0.00
Deloitte & Touche LLP, <i>Independent Auditor to the Debtors</i>	11/3/24–6/2/25 D.I. 1659	\$2,550,940.00	\$6,704.00	\$8,299.65	\$120.00 ²	\$2,544,236.00	\$8,179.65 ²
Hilco Real Estate, LLC, <i>Real Estate Consultant and Advisor to the Debtors</i>	11/3/24–6/2/25 D.I. 1673	\$4,201,207.00	\$0.00	\$0.00	\$0.00	\$4,201,207.00	\$0.00
Ducera Partners LLC, <i>Investment Banker to the Debtors</i>	11/3/24–6/2/25 D.I. 1708	\$16,343,008.39	\$0.00	\$630,975.86	\$68,073.21	\$16,343,008.39	\$562,902.65

² Amount has been adjusted to reflect typographical error in the Fee Examiner's Report, and amount adjustment reflects the agreed reduction in expenses between Deloitte & Touche LLP and the Fee Examiner.

Professional & Role in Case	Final Compensation Period & Final Fee Application	Final Fees Requested	Fee Examiner's Recommended Fee Adjustments	Final Expenses Requested	Fee Examiner's Expense Adjustments	Final Fees Approved (Inclusive of Reductions Requested by Fee Examiner)	Final Expenses Approved (Inclusive of Reductions Requested by Fee Examiner)
Hilco Diligence Services, LLC, <i>Field Examiner to the Debtors</i>	2/10/25-6/2/25 D.I. 1728	\$125,000.00	\$0.00	\$1,450.00	\$0.00	\$125,000.00	\$1,450.00
Direct Fee Review LLC <i>Fee Examiner</i>	1/15/25-6/2/25 D.I. 1727	\$31,050.00	\$0.00	\$0.00	\$0.00	\$31,050.00	\$0.00